

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ENGELHARD CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ENGELHARD CORPORATION" TO "BASF CATALYSTS LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 2006, AT 1:47 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



0367803 8100V

060721096

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4942881

DATE: 08-01-06

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "BASF CATALYSTS LLC" FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 2006, AT 1:47 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4942881

DATE: 08-01-06

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY
OF
ENGELHARD CORPORATION .
TO
BASF CATALYSTS LLC**

This Certificate of Conversion to Limited Liability Company, dated as of August 1, 2006, is being duly executed and filed by Engelhard Corporation, a Delaware corporation (the "Corporation"), and by an authorized person, to convert the Corporation to a Delaware limited liability company, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) (the "Act") and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Engelhard Corporation.
2. The Corporation filed its original certificate of incorporation with the Secretary of State of the State of Delaware on November 28, 1938.
3. The name of the limited liability company into which the Corporation shall be converted as set forth in its Certificate of Formation is BASF Catalysts LLC.
4. The conversion of the Corporation to a limited liability company has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the Act.
5. For U.S. federal income tax purposes, it is intended that the conversion of the Corporation to a limited liability company qualify as a complete liquidation of the Corporation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.
6. When the Corporation has been converted to a Delaware limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Company Act and to Section 266 of the General Corporation Law of the State of Delaware, the limited liability company will, for all purposes of the laws of the State of Delaware, be the same entity as the converting Corporation. For all purposes of the laws of the State of Delaware, the rights, privileges, powers and interest in property of the converting Corporation, as well as the debts, liabilities and duties of the Corporation, will not, as a consequence of the conversion, be transferred to the Delaware limited liability company; the converting Corporation will not wind up its affairs or pay its liabilities and distribute its assets, the conversion will not constitute a dissolution of the Corporation, and the conversion will constitute a continuation of the existence of the converting Corporation in the form of a Delaware limited liability company.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first written above.

ENGELHARD CORPORATION

By: 

Name: Keith Ansbacher
Title: Assistant Secretary

By: 

Name: Keith Ansbacher
Title: Authorized Person of the LLC